

CANDIDATE TO THE SUPERVISORY BOARD NOMINATED BY THE SHAREHOLDER COIC

MR ANDRAS REINIGER

INFORMATION ABOUT THE CANDIDATE

1. Education

Mr. Andras Reiniger has a BA (Hons) (Cantab) in Economics from Trinity College, Cambridge.

2. Professional background

Mr. Andras Reiniger has a rich professional experience gained at corporate positions held by him.

Mr. Andras Reiniger is the new Chief Operating Officer (COO) for Legacy Franchises. Mr. Reiniger will partner closely with the Legacy Franchises Management Team to lead day-to-day business operations for the organization. He will be responsible for Business Management including Business Planning, Strategic Planning, Financial Management and Risk Management, playing an integral role in the execution of Citi Legacy Franchises divestiture strategy and strategic priorities.

Most recently, Andras served as Head of Corporate Mergers & Acquisitions (M&A) for Citi, overseeing the team responsible for executing strategic acquisitions and divestitures for the firm globally. Since joining the team in 2008, Andras has led M&A activities for Citigroup's exits from international consumer businesses, as well as selected acquisitions. Over the past year, he led the divestiture efforts across Legacy Franchises working closely with our local, regional and global management teams.

In the years 2008-2012 as Senior Transactor in Corporate M&A he managed the Citi Holdings divestiture programme across the regions, including the Nordics, Portugal, Italy, Spain, Benelux, UK. In 2009 he was promoted to EMEA M&A Head, and then to Managing Director in 2010. On the buy-side, he involved in smaller acquisitions in Russia, CEE, as well as selected partner card portfolios in the US.

Prior to joining Citi he worked for Schrodgers in UK M&A and then moved to European Financial Institutions Group in 1999 where he was involved in a broad range of transactions in the UK & EMEA across banking, asset management and insurance.

He started his professional career as analyst at NatWest Markets, working within the M&A team, focused primarily on transactions in the UK.

3. Mandates to management boards and supervisory boards at other entities

Presently, Mr. Andras Reiniger does not serve as management board or supervisory board member of any other entities.

4. Warranty of due performance of duties

Mr. Andras Reiniger's professional career as pursued hitherto, functions performed by him and his education demonstrate the candidate's sterling reputation, honesty and fairness, as well as

his ability to handle the Bank's matters in a prudent and stable manner and as such make him suitable for senior and the highest rank positions at financial institutions.

5. Qualifications and competencies from the point of view of the Supervisory Board's tasks

Both the level of education and rich professional experience including the highest corporate rank positions held by Mr. Andras Reiniger in Citi, will add to the proper delivery of tasks by the Supervisory Board.

6. Independence

In accordance with the statement, Mr. Andras Reiniger is not independent in the meaning of Article 14.4 of the Bank's Articles of Association.

7. Candidate's other representations

According to the statement, Mr. Andras Reiniger is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to the statement, Mr. Andras Reiniger does not conduct any activity competitive to the Bank.

* * *

Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to his ability to fairly assess and govern executive decisions at the Bank.

Mr. Andras Reiniger has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board and he warrants the due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Mr. Andras Reiniger fulfils the requirements specified in Article 22aa of the Act - the Banking Law.

Mr. Andras Reiniger gave his consent to apply for the position of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board.

RESOLUTION No .../2022
of the Ordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 23 June 2022
on appointment of a member of the Bank's Supervisory Board

§ 1

The Ordinary General Meeting of the Bank acting pursuant to Art. 22aa of the Banking Law Act and the Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. (also taking into account its modifications adopted by this Ordinary General Meeting), as well as taking into account the preliminary assessment of qualifications and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes that Mr./Ms. ... satisfies the requirements referred to in Art. 22aa of the Banking Law Act, as well as concludes that after appointing Mr./Ms. ... to the Supervisory Board, the Supervisory Board treated as a whole will be collectively qualified to perform its functions properly, therefore, acting on the basis of § 9 section 2.7 in conjunction with § 14 section 1 of the Bank's Articles of Association, the Ordinary General Meeting of the Bank appoints Mr./Ms., as of 24 June 2022, ... as a member of the Supervisory Board of the Bank for a joint, currently pending term of office.

§ 2

*[to be taken into account if the candidate meets at least one of the requirements for members of the
Audit Committee specified in art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and
public supervision]*

The Ordinary General Meeting of the Bank taking into account the preliminary assessment of qualifications and recommendations issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank assesses that Mr./Ms. meets the following requirements for members of the Audit Committee, as defined in Art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision (hereinafter: the Act), i.e.:

1. has knowledge and skills in accounting or audits of financial statements, as referred to in Art. 129 sec. 1 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*
2. meets the requirement of independence referred to in Art. 129 sec. 3 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*
3. has knowledge and skills in the scope of industry, in which Bank Handlowy w Warszawie S.A. operates, referred to in art. 129 sec. 5 of the Act. *[to be taken into account only if the candidate meets the indicated condition]*